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ELLSWORTH C. ALVORD (1964)

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RECORDATION NO. 14844-6 FILED  
AUG 17 '01 12:00 PM  
SURFACE TRANSPORTATION BOARD  
OF COUNSEL  
URBAN A. LESTER

August 17, 2001

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are three (3) copies of a Complete Termination and Release of Security Interests, dated as of August 12, 2001, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the documents previously filed with the Commission under Recordation Number 14844, 14844-A and 14844-C.

The name and address of the party to the enclosed document are:

Secured Party: The Bank of New York  
(successor to Mercantile -  
Safe Deposit and Trust Company)  
101 Barclay Street  
New York, NY 10286

A description of the railroad equipment covered by the enclosed documents is:

8 diesel electric locomotives bearing UP (formerly CNW) reporting marks and road numbers attached hereto

Mr. Vernon Williams  
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A short summary of the document to appear in the index follows:

Complete Termination and Release of Security Interests

Also enclosed is a check in the amount of \$28.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return one stamped copy of the enclosed documents to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Alvord', with a stylized flourish at the end.

Robert W. Alvord

RWA/anm  
Enclosures

**SCHEDULE A**  
(CNW No.1)

Eight (8) SD-50 diesel electric locomotives

<u>Original CNW Number</u>	<u>Current UP Number</u>
7005	5065
7012	5072
7015	5075
7016	5076
7017	5077
7019	5079
7030	5090
7034	5094

**COMPLETE TERMINATION AND RELEASE  
OF SECURITY INTERESTS**

**WITNESSETH**

WHEREAS, by Conditional Sale Agreement No. 1, dated as of September 1, 1985 (the "CSA"), General Motors Corporation (Electro-Motive Division) ("GM-EMD") agreed to construct and sell to Chicago and North Western Transportation Company ("CNW"), certain railroad equipment described in Schedule A hereto ("Equipment");

WHEREAS, by Agreement and Assignment No. 1, dated as of September 1, 1985 (the "Assignment") GM-EMD assigned its interests in the CSA to Mercantile-Safe Deposit and Trust Company ("Mercantile"), as Agent ("Agent") on behalf of certain institutional investors;

WHEREAS, by Lease of Railroad Equipment No. 1, dated as of September 1, 1985 (the "Lease"), Meridian Trust Company ("Meridian"), as Owner Trustee, leased the Equipment to CNW subject to the rights of Agent under the CSA;

WHEREAS, by Assignment of Lease and Agreement No. 1, dated as of September 1, 1985 (the "Agreement"), Meridian assigned its rights under the Lease as collateral security to Mercantile to secure the payment of the indebtedness under the CSA (the "CSA Indebtedness");

WHEREAS the CSA, the Assignment, the Lease and the Agreement were duly filed and recorded with the Interstate Commerce Commission on November 18, 1985 at 1:05 p.m. and were assigned Recordation Numbers 14844, 14844-A, 14844-B and 14844-C, respectively.

WHEREAS, The Bank of New York has succeeded to the interests of Mercantile;

WHEREAS, Union Pacific Railroad Company ("UP") has succeeded to the interests of CNW;

WHEREAS, this Instrument is executed to evidence for the public record the satisfaction and release of all the rights and obligations of the parties under the CSA, the Assignment and the Agreement;

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AUG 17 '01 12:00 PM

SURFACE TRANSPORTATION BOARD

NOW THEREFORE, in consideration of the premises, it is agreed:

The Bank of New York, as successor to Mercantile, Agent, does hereby acknowledge and confirm: (i) the full and complete satisfaction of the CSA Indebtedness and other obligations under the CSA, the Assignment, and the Agreement; (ii) the release of all rights, obligations, and security interests in the Equipment, whether arising under the CSA, the Assignment, the Agreement, or any other instruments executed pursuant thereto; and (iii) the reassignment, to Meridian all of the rights, title and interests of the Agent in the Lease and the Equipment;

This instrument is to be filed and recorded with the Surface Transportation Board pursuant to the provisions of 49 U.S.C. Section 11301.

IN WITNESS WHEREOF, The Bank of New York has executed this Instrument as of the 15 day of August, 2001.

THE BANK OF NEW YORK

By: Thomas B. Zakrzewski

Name: THOMAS B. ZAKRZEWSKI

Title: VICE PRESIDENT

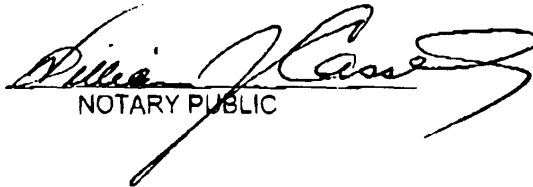
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STATE OF NEW YORK       )  
  ) ss:  
COUNTY OF NEW YORK    )

On this 15 day of August, 2001, before me, a notary public in and  
for the county and state aforesaid, personally appeared THOMAS B. ZAKRZEWSKI,  
to me personally known, who, being by me duly sworn, says that he/she is a  
VICE PRESIDENT of The Bank of New York, that the said instrument was signed on behalf  
of said corporation by authority of its Board of Directors, and he/she acknowledged that the  
execution of the foregoing instrument was the free act and deed of the corporation.

  
NOTARY PUBLIC

My commission expires:

WILLIAM J. CASSELS  
Notary Public, State of New York  
No. 01CA5027728  
Qualified in Bronx County  
Commission Expires May 18, 2002

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 8/16/01

  
Robert W. Alvord